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Zoning Case No. C14-2008-0220

124

RESTRICTIVE COVENANT

2010 DEC 8 PM 1:41
OWNER

Sterling/Babcock & Brown Double Creek GP LLC., a Texas limited liability company

ADDRESS: 6210 Campbell Road, Suite 140, Dallas, Texas 75248

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged.

PROPERTY: Three tracts of land being a 16.490 acre tract, a 24.532 acre tract and a 7.122 acre tract, more or less, out of the Santiago del Valle Grant and the S.F. Slaughter League No. 1, Travis County, the tracts of land being more particularly described by metes and bounds in Exhibits "A", "B" and "C" incorporated into this covenant.

WHEREAS, the Owner (the "Owner", whether one or more) of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

NOW, THEREFORE, it is declared that the Owner of the Property, for the consideration, shall hold, sell and convey the Property, subject to the following covenants and restrictions impressed upon the Property by this restrictive covenant ("Agreement"). These covenants and restrictions shall run with the land, and shall be binding on the Owner of the Property, its heirs, successors, and assigns.

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by Kathy Hornaday, P.E., HDR/WHM dated October 20, 2008 (revised October 2010), or as amended and approved by the Director of the Planning and Development Review Department. All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Planning and Development Review Department, dated October 27, 2010. The TIA shall be kept on file at the Planning and Development Review Department.
2. If any person or entity shall violate or attempt to violate this Agreement, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such Agreement, to prevent the person or entity from such actions, and to collect damages for such actions.
3. If any part of this Agreement is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this Agreement, and such remaining portion of this Agreement shall remain in full effect.

11-18-10 #94

4. If at any time the City of Austin fails to enforce this Agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
5. This Agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property, or a portion of the Property, subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the 17th day of November, 2010.

OWNER:

Sterling/Babcock & Brown Double Creek GP LLC,
a Texas limited liability company

By: [Signature]
Stephen Preston
Development Manager

APPROVED AS TO FORM:

[Signature]
Assistant City Attorney
City of Austin

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 17th day of Nov, 2010, by Stephen Preston, as Development Manager of Sterling/Babcock & Brown Double Creek GP LLC, a Texas limited liability company, authorized to act on its behalf.

[Signature]
Notary Public, State of Texas



16.490 ACRES
PORTION OF RIDDELL TRACT
TRACT 1

FN. NO. 07-248R(MJJ)
MAY 8, 2007
BPI JOB NO. 652-62.91

EXHIBIT A

DESCRIPTION

OF A 16.490 ACRE TRACT OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT AND THE S.F. SLAUGHTER LEAGUE NO. 1, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 125.714 ACRE TRACT OF LAND CALLED "TRACT THREE" CONVEYED TO THE RIDDELL FAMILY LIMITED PARTNERSHIP BY DEED OF RECORD IN VOLUME 12246, PAGE 585 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 16.490 ACRE TRACT OF LAND BEING DESCRIBED MORE PARTICULARLY BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod with cap found in the southerly line of Old San Antonio Road (R.O.W. varies), being the most northerly corner of that certain remaining portion of a 30.365 acre tract of land conveyed to Sheldon Stablewood by deed of record in Document No. 2000039224 of the Official Public Records of Travis County, Texas, being the northernmost northwesterly corner of said "Tract 3", for the northwesterly corner hereof;

THENCE, S78°14'22"E, along the southerly line of Old San Antonio Road, being a portion of the northerly line of the remaining portion of said "Tract Three" and hereof, a distance of 275.00 feet to a point at or near the center of Slaughter Creek, being in the southerly line of that certain tract of land conveyed to Edwin Tabb Harrel by deed of record in Volume 13125, Page 503 of said Real Property Records, for an angle point hereof;

THENCE, leaving the southerly line of Old San Antonio Road, along the centerline meanders of Slaughter Creek, being the common line of said Harrel Tract and the remaining portion of said "Tract Three", for a portion of the northerly line hereof, the following nine (9) courses and distances:

- ✓ 1) S06°36'14"W, a distance of 53.52 feet to a point;
- ✓ 2) S02°36'17"E, a distance of 91.30 feet to a point;
- ✓ 3) S16°36'10"E, a distance of 58.81 feet to a point;
- ✓ 4) S41°44'05"E, a distance of 27.38 feet to a point;
- ✓ 5) S62°21'01"E, a distance of 120.82 feet to a point;
- ✓ 6) S88°16'35"E, a distance of 227.61 feet to a point;
- ✓ 7) N81°58'28"E, a distance of 109.54 feet to a point;
- ✓ 8) N85°53'03"E, a distance of 249.16 feet to a point;
- 9) S88°51'07"E, a distance of 212.03 feet to a point in the westerly line of Interstate Highway 35 (R.O.W. varies), being the northeasterly corner of the remaining portion of said "Tract Three" and the southeasterly corner of said Harrel tract, for the northeasterly corner hereof;

THENCE, leaving the centerline meanders of Slaughter Creek, along the westerly line of Interstate Highway 35, being a portion of the easterly line of the remaining portion of said "Tract Three" and the easterly line hereof, the following two (2) courses and distances:

- ✓ 1) S12°57'27"W, a distance of 944.37 feet to a 1/2 inch iron rod found (Hwy. Sta. 1327+46.84, 200' Right) for an angle point;
- ✓ 2) S09°40'54"W, a distance of 99.83 feet to a 1/2 inch iron rod with cap set at the northeasterly corner of the easterly terminus of a proposed 90 foot wide roadway, for the southeasterly corner hereof;

THENCE, leaving the westerly line of Interstate Highway 35, over and across said "Tract 3", along the northerly line of said proposed 90 foot wide roadway, for the southerly line hereof, the following two (2) courses and distances:

- ✓ 1) N74°32'44"W, a distance of 266.78 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- ✓ 2) Along said tangent curve to the left having a radius of 945.00 feet, a central angle of 14°29'31", an arc length of 239.02 feet and a chord which bears, N81°47'29"W, a distance of 238.38 feet to a 1/2 inch iron rod with cap set in the curving southerly line of the remainder of said 30.365 acre tract, being the westerly line of said "Tract 3" for the southwesterly corner hereof;

THENCE, leaving the northerly line of said proposed 90 foot wide roadway, along the curving common line of the remainder of said 30.365 acre tract and said "Tract 3", for a portion of the westerly line hereof, along a curve to the right having a radius of 1110.00 feet, a central angle of 02°08'37", an arc length of 41.53 feet and a chord which bears, N84°40'38"E, a distance of 41.52 feet to a 1/2 inch iron rod found at the most easterly southeast corner of the remainder of said 30.365 acre tract, for an angle point hereof;

THENCE, along the easterly line of the remainder of said 30.365 acre tract, being a portion of the westerly line of the remaining portion of said "Tract Three", for a portion of the westerly line hereof, the following eleven (11) courses and distances:

- ✓ 1) N02°42'12"E, a distance of 113.23 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 2) N20°37'39"W, a distance of 697.77 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 3) N67°29'23"W, a distance of 27.22 feet to a 1/2 inch iron rod found for an angle point;

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- ✓ 4) N56°50'53"W, a distance of 52.61 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 5) N47°10'48"W, a distance of 46.33 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 6) N38°06'22"W, a distance of 101.23 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 7) N25°49'40"W, a distance of 49.82 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 8) N14°32'46"W, a distance of 48.62 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 9) N06°31'46"W, a distance of 103.45 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 10) N18°07'14"W, a distance of 54.32 feet to a 1/2 inch iron rod found for an angle point;
- 11) N44°18'51"W, a distance of 81.29 feet to the **POINT OF BEGINNING**, containing an area of 16.490 acres (718,325 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS IS TEXAS CENTRAL ZONE NAD83. CONTROL MONUMENTS USED FOR THIS SURVEY ARE CITY OF AUSTIN AND LOWER COLORADO RIVER AUTHORITY MONUMENTATION.

I, MARK J. JEZISEK, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY STATE THAT THIS DESCRIPTION IS BASED UPON A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION.

BURY & PARTNERS, INC.
ENGINEERS-SURVEYORS
221 WEST SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701

Mark J. Jezisek 5/8/07
MARK J. JEZISEK DATE
NO. 5267
STATE OF TEXAS



24.532 ACRES
PORTION OF RIDDELL TRACT
TRACT 2

FN. NO. 07-249 (MJJ)
MAY 8, 2007
BPI JOB NO. 652-62.91

EXHIBIT B
DESCRIPTION

OF A 24.532 ACRE TRACT OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 125.714 ACRE TRACT OF LAND CALLED "TRACT THREE" CONVEYED TO THE RIDDELL FAMILY LIMITED PARTNERSHIP BY DEED OF RECORD IN VOLUME 12246, PAGE 585 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 24.532 ACRE TRACT OF LAND BEING DESCRIBED MORE PARTICULARLY BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod with cap set in the westerly line of Interstate Highway 35, being an angle point in the easterly line of said "Tract Three" and the northeasterly corner of Lot A Richard Marshall Addition, a subdivision of record in Volume 78, Page 131 of the Plat Records of Travis County, Texas, for the southeasterly corner hereof;

THENCE, N73°51'32"W, leaving the westerly line of Interstate Highway 35, along the northerly line of said Lot A, being a portion of the easterly line of the remaining portion of said "Tract Three", passing at a distance of 520.90 feet a 1/2 inch iron rod found at the northwesterly corner of said Lot A, and continuing over and across said "Tract 3", for the southerly line hereof, a total distance of 1184.78 feet to a 1/2 inch iron rod with cap set in the easterly line of a proposed 90 foot wide roadway, for the southwesterly corner hereof;

THENCE, continuing over and across said "Tract 3", along the easterly and southerly lines of said proposed 90 foot wide roadway, for the westerly and northerly lines hereof, the following three (3) courses and distances:

- 1) N23°38'16"E, a distance of 324.04 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- 2) Along said tangent curve to the right having a radius of 855.00 feet, a central angle of 81°49'00", an arc length of 1220.92 feet and a chord which bears, N64°32'46"E, a distance of 1119.80 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 3) S74°32'44"E, a distance of 275.87 feet to a 1/2 inch iron rod with cap set in the westerly line of Interstate Highway 35, for the northeasterly corner hereof and southeasterly corner of the easterly terminus of said proposed 90 foot wide roadway, from which a 1/2 inch iron rod with cap set in the westerly line of Interstate Highway 35 for the northeasterly corner of the easterly terminus of said 90 foot wide roadway bears N09°40'54"E, a distance of 90.46 feet;

THENCE, along the westerly line of Interstate Highway 35, being the easterly line of the remaining portion of said "Tract Three", for the easterly line hereof, the following two (2) courses and distances:

- ✓ 1) S09°40'54"W, a distance of 254.77 feet to a 1/2 inch iron rod found (Hwy. Sta. 1332+00, 150' Right), for an angle point;
- ✓ 2) S16°06'10"W, a distance of 814.82 feet to the **POINT OF BEGINNING**, containing an area of 24.532 acres (1,068,619 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS IS TEXAS CENTRAL ZONE NAD83. CONTROL MONUMENTS USED FOR THIS SURVEY ARE CITY OF AUSTIN AND LOWER COLORADO RIVER AUTHORITY MONUMENTATION.

I, MARK J. JEZISEK, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY STATE THAT THIS DESCRIPTION IS BASED UPON A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION.

BURY & PARTNERS, INC.
ENGINEERS-SURVEYORS
221 WEST SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701

Mark J. Jezisek 5/8/07
MARK J. JEZISEK DATE
NO. 5267
STATE OF TEXAS



7.122 ACRES
PORTION OF RIDDELL TRACT
TRACT 3

CITY 2000-0220
TRACT 3
FN. NO. 07-253 (MJJ)
MAY 8, 2007
BPI JOB NO. 652-62.91

EXHIBIT C
DESCRIPTION

OF A 7.122 ACRE TRACT OF LAND OUT OF THE SANTIAGO DEL VALLE GRANT, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF THAT CERTAIN 125.714 ACRE TRACT OF LAND CALLED "TRACT THREE" CONVEYED TO THE RIDDELL FAMILY LIMITED PARTNERSHIP BY DEED OF RECORD IN VOLUME 12246, PAGE 585 OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; SAID 7.122 ACRE TRACT OF LAND BEING DESCRIBED MORE PARTICULARLY BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a concrete monument found in the northerly line of F.M. 1626 (R.O.W. varies - Hwy. Sta. 109+55.1), being the southerly line of the remaining portion of said "Tract Three" and the southerly line of a proposed 90 foot wide roadway, for an angle point hereof;

THENCE, N20°12'00"W, along the northerly cut-back line of F.M. 1626, being a portion of the southerly line of the remaining portion of said "Tract Three" and a portion of the southerly line of said proposed 90 foot wide roadway, a distance of 107.05 feet to a 1/2 inch iron rod with cap set at the southwesterly corner of the southerly terminus of said proposed 90 foot wide roadway, for the southwesterly corner hereof, from which a concrete monument found in the easterly line of Old San Antonio Road (R.O.W. varies) bears, N20°12'00"W, a distance of 23.64 feet;

THENCE, leaving the northerly cut-back line of F.M. 1626, over and across said "Tract 3", along the westerly line of said proposed 90 foot wide roadway, for a portion of the westerly line hereof, the following four (4) courses and distances:

- 1) Along a tangent curve to the right having a radius of 1045.00 feet, a central angle of 06°15'12", an arc length of 114.05 feet and a chord which bears, N37°53'15"E, a distance of 113.99 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 2) N41°00'51"E, a distance of 123.50 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- 3) Along said tangent curve to the left having a radius of 3055.00 feet, a central angle of 17°22'35", an arc length of 926.50 feet and a chord which bears, N32°19'33"E, a distance of 922.96 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 4) N23°38'16"E, a distance of 697.49 feet to a 1/4 inch iron rod with cap set in the easterly line of that certain 12.263 acre tract of land conveyed to the Austin Independent School District of record in Cause No. 2283 of the Probate Court of Travis County, Texas, being the westerly line of said "Tract 3", for an angle point hereof;

THENCE, along the easterly lines of said 12.263 acre tract and the southeasterly line that certain remaining portion of 30.365 acre tract conveyed to Sheldon Stablewood by deed of record in Document No. 2000039224 of said Official Public Records, being a portion of the westerly line of the remaining portion of said "Tract Three", for a portion of the westerly line hereof, the following three (3) courses and distances:

- ✓ 1) N43°22'17"E, a distance of 49.89 feet to a 1/2 inch iron rod found for an angle point;
- ✓ 2) N24°58'19"E, a distance of 416.19 feet to a 1/2 inch iron rod with cap set for the point of curvature of a non-tangent curve to the right;
- ✓ 3) Along said non-tangent curve to the right having a radius of 1110.00 feet, a central angle of 58°38'50", an arc length of 1136.18 feet and a chord which bears N54°16'54"E, a distance of 1087.23 feet to a 1/2 inch iron rod with cap set in the westerly line of said proposed 90 foot wide roadway for the end of said curve;

THENCE, leaving the southeasterly line of the remaining portion of said 30.365 acre tract, over and across said "Tract 3" along the northerly line of said proposed 90 foot wide roadway, for the northerly line hereof, the following two (2) courses and distances:

- ✓ 1) Along a curve to the right having a radius of 945.00 feet, a central angle of 14°29'31", an arc length of 239.02 feet and a chord which bears, S81°47'29"E, a distance of 238.38 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- ✓ 2) S74°32'44"E, a distance of 266.78 feet to a 1/2 inch iron rod with cap set in the westerly line of Interstate Highway 35, being the easterly line of the remaining portion of said "Tract 3", being the northeasterly corner of the easterly terminus of said proposed 90 foot wide roadway, for the northeasterly corner hereof;

✓ THENCE, S09°40'54"W, along the westerly line of Interstate Highway 35, being the easterly line of the remaining portion of said "Tract 3" and the easterly terminus of said proposed 90 foot wide roadway, for the most easterly line hereof, a distance of 90.46 feet to a 1/2 inch iron rod with cap set for the southeasterly corner of the easterly terminus of said proposed 90 foot wide roadway for an angle point hereof;

THENCE, leaving the westerly line of Interstate Highway 35, over and across said "Tract 3", along the easterly line of said proposed 90 foot wide roadway, for the easterly line hereof, the following six (6) courses and distances:

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- ✓ 1) N74°32'44"W, a distance of 275.87 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- ✓ 2) Along said tangent curve to the left having a radius of 855.00 feet, a central angle of 81°49'00", an arc length of 1220.92 feet and a chord which bears, S64°32'46"W, a distance of 1119.80 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- ✓ 3) S23°38'16"W, a distance of 1223.96 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the right;
- ✓ 4) Along said tangent curve to the right having a radius of 3145.00 feet, a central angle of 17°22'35", an arc length of 953.80 feet and a chord S32°19'33"W, a distance of 950.15 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- ✓ 5) S41°00'51"W, a distance of 123.50 feet to a 1/2 inch iron rod with cap set for the point of curvature of a tangent curve to the left;
- ✓ 6) Along said tangent curve to the left having a radius of 955.00 feet, a central angle of 09°54'47", an arc length of 165.23 feet and a chord which bears, S36°03'27"W, a distance of 165.02 feet to a 1/2 inch iron rod with cap set in the northerly line of F.M. 1626, being the southerly line of the remaining portion of said "Tract Three", for the southeasterly corner hereof;

✓ THENCE, N61°51'31"W, along the northerly line of F.M. 1626, being the southerly line of the remaining portion of said "Tract 3", a distance of 4.33 feet to the **POINT OF BEGINNING**, containing an area of 7.122 acres (310,237 sq. ft.) of land, more or less, within these metes and bounds.

BEARING BASIS IS TEXAS CENTRAL ZONE NAD83. CONTROL MONUMENTS USED FOR THIS SURVEY ARE CITY OF AUSTIN AND LOWER COLORADO RIVER AUTHORITY MONUMENTATION.

I, MARK J. JEZISEK, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY STATE THAT THIS DESCRIPTION IS BASED UPON A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION.

BURY & PARTNERS, INC.
ENGINEERS-SURVEYORS
221 WEST SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701

Mark J. Jezisek
MARK J. JEZISEK
NO. 5267
STATE OF TEXAS



After Recording, Please Return to:
City of Austin
Department of Law
P. O. Box 1088
Austin, Texas 78767-1088
Attention: Diana Minter, Paralegal

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

Nov 19, 2010 11:05 AM

HOLMC: \$60.00

2010172929

Dana DeBeauvoir, County Clerk
Travis County TEXAS